

## **INSTRUCTIONS FOR THE NOMINATION COMMITTEE OF GENTIAN DIAGNOSTICS ASA**

(Adopted by the board of directors of Gentian Diagnostics ASA (the "**Company**") on 20 March 2024  
– approved by the General Meeting on 29 April 2024.)

### **1 PURPOSE**

The nomination committee is established in accordance with the articles of association of Gentian Diagnostics ASA (the "**Company**" or "**Gentian**"). This instruction contains the guidelines regarding the members of the nomination committee, its tasks and procedures.

The nomination committee shall abide by the laws and regulations regarding representation on the board of directors on a publicly listed company, and as far as possible attend to the Norwegian Code of Practice for Corporate Governance.

### **2 RESPONSIBILITIES**

The responsibilities of the nomination committee are to provide a recommendation at the General Meeting regarding (i) shareholder elected members, deputy members (if applicable) and the chairperson of the board of directors, and (ii) election of members to the nomination committee.

The nomination committee shall also provide a recommendation to the General Meeting regarding remuneration to the board of directors and the nomination committee, in accordance with the principles set out in the guidelines for remuneration of senior executives.

### **3 COMPOSITION, ELECTION AND REMUNERATION**

The nomination committee shall consist of two to four members. The members of the committee and the chairperson are elected by the General Meeting for a term of up to one year unless the general meeting decides otherwise in connection with the election.

The members of the nomination committee shall be elected to take into account the interests of the shareholders in general, and the majority of the members shall be independent of the board of directors and executive management. The nomination committee should not include any executive personnel or any member of the Company's board of directors.

The General Meeting determines the remuneration of the nomination committee. The nomination committee's costs are carried by the Company.

### **4 RULES OF PROCEDURE**

The nomination committee forms a quorum when half or more of the committee's members participate and all other members of the committee have been given the opportunity to participate. In the case of an equal vote, the chairperson shall have a casting vote.

Meetings of the nomination committee are held upon notice by the chairperson and also when a member, the chairperson of the board of directors or the Chief Executive Officer requests it.

Minutes shall be prepared from the committee's meetings, which shall be signed by all participating members.

The chairperson of the board of directors and the Chief Executive Officer shall, without voting rights and to the extent possible, be asked to participate in a committee meeting before the committee issues its final recommendation.

In its work, the nomination committee may contact, among others, different shareholder groups, the management, the directors of the board and external advisors. It shall be ensured that shareholders have the opportunity to propose candidates for election to the board of directors.

The nomination committee shall emphasize that the proposed candidates have the necessary experience, competence and capacity to carry out their duties in a satisfactory manner.

The nomination committee's recommendations shall comply with the at all times prevailing laws and rules put forward by the Oslo Stock Exchange regarding the composition of the board of directors. The nomination committee shall also pay due attention to the recommendations on composition of the board of directors set forth in the Norwegian Code of Practice for Corporate Governance, the Norwegian Public Limited Companies Act and other relevant recommendations on corporate

governance. If the board has prepared an evaluation of its work, the nomination committee shall be allowed access to such report and take its contents into consideration when making recommendations.

The candidates proposed by the nomination committee must have confirmed their willingness to assume the proposed position.

The nomination committee's recommendations must justify why it is proposing each candidate separately, and shall contain all relevant information about the candidates.

The nomination committee's recommendation shall be explained, including how it ensures the shareholders and the Company's needs. Further, the recommendation shall include relevant information on the candidates, including experience, capacity, independence, age, education, ownership interests in, or other relationship with, the Company and positions in other companies or organizations. In case of recommendation of re-election of Directors, the recommendation should include information on the period previously served and other relevant information. Any dissenting opinions shall appear from the recommendation. In case the recommendation includes candidates for the nomination committee, it should include relevant information on such candidates.

The nomination committee's recommendation shall, to the extent possible, explain how the nomination committee has executed its work.

## **5 HANDLING OF THE COMMITTEE'S RECOMMENDATION**

The nomination committee's recommendations to the General Meeting shall be ready in time for it to be communicated to the shareholders prior to the General Meeting, and at the latest 4 weeks prior to the General Meeting. Preferably, the recommendation should be distributed to the shareholders together with the notice of the General Meeting, alternatively the shareholders may be informed of the recommendation through a separate letter or press release.

The chairperson of the nomination committee, or whoever he or she may authorize, shall present the recommendation to the General Meeting, and give an account for the nomination committee's work in relation to such recommendation.

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